

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

TONOPAH SOLAR ENERGY, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 20-11884 (KBO)

**Objection Deadline: March 11, 2021 at 4:00 p.m. (ET)**

**SUMMARY OF FIFTH MONTHLY AND FINAL APPLICATION OF WILSON  
SONSINI GOODRICH & ROSATI, P.C. FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
AS SPECIAL CORPORATE, LITIGATION AND REGULATORY COUNSEL  
TO THE DEBTOR FOR THE MONTHLY PERIOD FROM DECEMBER 1, 2020  
THROUGH DECEMBER 18, 2020, AND THE FINAL PERIOD  
FROM JULY 30, 2020 THROUGH DECEMBER 18, 2020**

Name of applicant:	Wilson Sonsini Goodrich & Rosati, P.C.
Authorized to provide professional services to:	Debtor and Debtor in Possession
Date of retention:	August 20, 2020 (Effective July 30, 2020)
Monthly period for which compensation and reimbursement is sought:	December 1, 2020 through December 18, 2020
Amount of monthly compensation sought as actual, reasonable and necessary:	\$35,898.30
Amount of monthly expense reimbursement sought as actual, reasonable and necessary:	\$0
Final period for which compensation and reimbursement is sought:	July 30, 2020 through December 18, 2020
Amount of final compensation sought as actual, reasonable and necessary:	\$151,835.85

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<sup>1</sup> The Debtor in this chapter 11 case, along with the last four digits of its federal tax identification number, is Tonopah Solar Energy, LLC (1316). The Debtor's headquarters is located at 11 Gabbs Pole Line Road, Tonopah, NV 89049.

Amount of final expense reimbursement sought \$1,147.05  
as actual, reasonable and necessary:

This is a:   X   monthly   X   final  
application

This monthly application includes 2.7 hours and \$2,207.70 in fees incurred in connection with the preparation of fee applications.

Prior applications:

Date Filed / Docket No.	Period Covered	Requested (\$)		Approved (\$)		
		Fees	Expenses	Fees	Expenses	Order Entered
10/2/20 D.I. 173	7/30/20–8/31/20	74,867.40	1,035.05	Pending	Pending	
10/30/20 D.I. 211	9/1/20–9/30/20	12,196.35	0	Pending	Pending	
12/3/20 D.I. 282	10/1/20–10/31/20	22,060.35	0	Pending	Pending	
1/15/21 D.I. 327	11/1/20–11/30/20	6,813.45	112.00	Pending	Pending	

**MONTHLY COMPENSATION BY INDIVIDUAL**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Year of Obtaining License to Practice</b>	<b>Department</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Todd Glass	Partner, member of OR bar since 1994; member of NY bar since 2010	Energy & Infrastructure	1,090.00	23.8	25,942.00
Josh Gruenspecht	Partner, member of the MD bar since 2011; member of the DC bar since 2012	National Security	1,000.00	.3	300.00
Marsha Sukach	Associate, member of the NY bar since 2015	Restructuring	845.00	2	1,690.00
Matt Bogdan	Associate, member of the NY bar since 2015; member of the WA bar since 2017	Energy & Infrastructure	845.00	11.6	9,802.00
Adam Fryer	Paralegal	Energy & Infrastructure	280.00	2	560.00
Karli McConnell	Associate, member of the CA bar since 2018	Energy & Infrastructure	590.00	2.7	1,593.00
<b>Grand Total:</b>				<b>42.4</b>	<b>39,887.00</b>
<b>Grand Total (Reflecting 10% Courtesy Discount)<sup>2</sup>:</b>					<b>35,898.30</b>
<b>Blended Rate:</b>			<b>940.73</b>		
<b>Blended Rate (Reflecting 10% Courtesy Discount):</b>			<b>846.66</b>		

<sup>2</sup> As set forth in the *Debtor's Application for an Order Authorizing the Retention and Employment of Wilson Sonsini Goodrich & Rosati as Special Corporate, Litigation and Regulatory Counsel Effective as of the Petition Date* [Docket No. 43], during its representation of the Debtor, Wilson Sonsini has applied a 10% discount to its standard hourly rates.

**MONTHLY COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
Energy Offtake Agreements (011)	39.4	33,420.60
Compensation and Retention (014)	2.7	2,207.70
CFIUS Matters (501)	0.3	270.00
<b>TOTAL</b>	<b>42.4</b>	<b>35,898.30</b>

**SUMMARY OF FINAL FEE APPLICATION**

Name of Applicant	Wilson Sonsini Goodrich & Rosati, P.C.
Name of Client	Debtor
Time period covered by Final Application	July 30, 2020 through December 18, 2020
Total compensation sought during the Final Application Period	\$151,835.85
Total expenses sought during the Final Application Period	\$1,147.05
Petition Date	July 30, 2020
Retention Date	Order authorizing retention entered August 20, 2020, <i>nunc pro tunc</i> to July 30, 2020
Date of order approving employment	August 20, 2020
Total compensation approved by interim order to date	\$0.00
Total expenses approved by interim order to date	\$0.00
Total allowed compensation paid to date	\$0.00
Total allowed expenses paid to date	\$0.00
Blended rate in the Final Application for all attorneys (reflecting 10% courtesy discount)	\$770.18
Blended rate in the Final Application for all timekeepers (reflecting 10% courtesy discount)	\$776.26
Compensation sought in the Final Application already paid pursuant to a monthly compensation order but not yet allowed	\$59,893.92
Expenses sought in the Final Application already paid pursuant to a monthly compensation order but not yet allowed	\$1,035.05
Number of professionals included in Final Application	17
If applicable, number of professionals in the Final Application not included in staffing plan approved by client	N/A
If applicable, difference between fees budgeted and compensation sought during the Application Period	N/A
Number of professionals billing fewer than 15 hours to the case during the Application Period	13
Are any rates higher than those approved or disclosed at retention?	No

**FINAL COMPENSATION BY INDIVIDUAL**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Year of Obtaining License to Practice</b>	<b>Department</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Todd Glass	Partner, member of OR bar since 1994; member of NY bar since 2010	Energy & Infrastructure	1,090	56.4	61,476
Josh Gruenspecht	Partner, member of the MD bar since 2011; member of the DC bar since 2012	National Security	1,000	7.7	7,700
Andrew Braff	Associate, member of WA bar since 2006	Energy & Infrastructure	910	1.9	1,729
Andy Cordo	Of Counsel, member of the DE bar since 2004	Litigation	910	0.7	637
Heather Curlee	Senior Counsel, member of CA bar since 2007; member of DC bar since 2008	Energy & Infrastructure	910	9.8	8,918
Shannon German	Of Counsel, member of the DE bar since 2008	Litigation	910	1.2	1,092
Adrian Broderick	Of Counsel, member of the DE bar since 2011	Corporate	900	0.8	720
Sara Pollock	Counsel, member of the DE bar since 2007	Corporate	890	0.6	534
Seth Cowell	Associate, member of CA bar since 1997; member of DC bar since 2018	National Security	880	19.1	16,808
Matt Bogdan	Associate, member of the NY bar since 2015; member of the WA bar since 2017	Energy & Infrastructure	845	11.6	9,802
Marsha Sukach	Associate, member of the NY bar since 2015	Restructuring	845	19.7	16,646.5
Nora Crawford	Associate, member of the DE bar since 2017	Litigation	685	0.7	479.5

<b>Name of Professional Person</b>	<b>Position of the Applicant, Year of Obtaining License to Practice</b>	<b>Department</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Nimit Dhir	Associate, member of the DC bar since 2017	National Security	685	57.3	39,250.5
Karli McConnell	Associate, member of the CA bar since 2018	Energy & Infrastructure	590	2.7	1,593
Robyn Finnimore-Pierce	Paralegal	Litigation	315	0.3	94.5
Adam Fryer	Paralegal	Energy & Infrastructure	280	2	560
JP LaBarge	Case Assistant	National Security	215	3.1	666.5
<b>Grand Total:</b>				<b>195.6</b>	<b>168,706.5</b>
<b>Grand Total (Reflecting 10% Courtesy Discount)<sup>3</sup>:</b>					<b>151,835.85</b>
<b>Blended Rate:</b>			<b>862.51</b>		
<b>Blended Rate (Reflecting 10% Courtesy Discount):</b>			<b>776.26</b>		

<sup>3</sup> As set forth in the *Debtor's Application for an Order Authorizing the Retention and Employment of Wilson Sonsini Goodrich & Rosati as Special Corporate, Litigation and Regulatory Counsel Effective as of the Petition Date* [Docket No. 43], during its representation of the Debtor, Wilson Sonsini has applied a 10% discount to its standard hourly rates.

**FINAL COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
Energy Regulatory (010)	1.1	1,109.00
Energy Offtake Agreements (011)	41.3	39,205.00
Interconnection and Transmission (012)	32.2	33,424.00
Compensation and Retention (014)	26	23,513.50
TSE/Solar Reserve Litigation (500)	4	3,448.00
CFIUS Matters (501)	91	68,007.00
<b>Total</b>	<b>195.6</b>	<b>168,706.50</b>
<b>Total (Reflecting 10% Courtesy Discount)</b>		<b>151,835.85</b>

**FINAL EXPENSE SUMMARY**

<b>Expenses Category</b>	<b>Total Expenses (\$)</b>
Document Filing Fees	954.00
Computerized Legal Research	193.05
<b>Total</b>	<b>1,147.05</b>



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Debtor.

Chapter 11

Case No. 20-11884 (KBO)

**Objection Deadline: March 11, 2020 at 4:00 p.m. (ET)**

**FIFTH MONTHLY AND FINAL APPLICATION OF WILSON SONSINI GOODRICH & ROSATI, P.C. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS SPECIAL CORPORATE, LITIGATION AND REGULATORY COUNSEL TO THE DEBTOR FOR THE MONTHLY PERIOD FROM DECEMBER 1, 2020 THROUGH DECEMBER 18, 2020, AND THE FINAL PERIOD FROM JULY 30, 2020 THROUGH DECEMBER 18, 2020**

Pursuant to Sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Debtor to Employ and Retain Wilson Sonsini Goodrich & Rosati as Special Corporate, Litigation and Regulatory Counsel Effective as of the Petition Date* [Docket No. 113] (the “**Retention Order**”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 107] (the “**Interim Compensation Order**”), the law firm of Wilson Sonsini Goodrich & Rosati, P.C. (“**Wilson Sonsini**”) hereby applies (this “**Application**”) to the Court for reasonable compensation for professional legal services rendered as bankruptcy counsel to Tonopah Solar Energy, LLC (the “**Debtor**”), in the amount of \$35,898.30, together with reimbursement for actual and necessary expenses incurred in the amount of \$0, for the monthly period commencing December 1, 2020 through and including

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<sup>1</sup> The Debtor in this chapter 11 case, along with the last four digits of its federal tax identification number, is Tonopah Solar Energy, LLC (1316). The Debtor’s headquarters is located at 11 Gabbs Pole Line Road, Tonopah, NV 89049.

December 18, 2020 (the “**Monthly Fee Period**”), and in the amount of \$151,835.85, together with reimbursement for actual and necessary expenses incurred in the amount of \$1,147.05, for the final period commencing July 30, 2020 through and including December 18, 2020 (the “**Final Fee Period**”). In support of this Application, Wilson Sonsini respectfully represents as follows:

### **BACKGROUND**

1. On July 30, 2020 (the “**Petition Date**”), the Debtor filed a petition with the Court under chapter 11 of the Bankruptcy Code.

2. Pursuant to the Retention Order, Wilson Sonsini was retained to represent the Debtor as special corporate, litigation and regulatory counsel effective as of the Petition Date. The Retention Order authorizes Wilson Sonsini to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. All services for which compensation is requested herein by Wilson Sonsini were performed for or on behalf of the Debtor.

4. On December 9, 2020, the Court entered an order [Docket No. 291] confirming the *Amended Chapter 11 Plan for Tonopah Solar Energy, LLC*. The effective date of the plan occurred on December 18, 2020.

### **SUMMARY OF SERVICES RENDERED**

5. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Monthly Fee Period, showing the amount of \$35,898.30 due for fees.

6. The services rendered by Wilson Sonsini during the Monthly Fee Period are grouped into the categories set forth in Exhibit A. The attorneys and paralegals who

rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

### **DISBURSEMENTS**

7. During the Monthly Fee Period, Wilson Sonsini incurred no actual and necessary expenses.

### **VALUATION OF SERVICES**

8. Attorneys and paraprofessionals of Wilson Sonsini have expended a total of 42.4 hours in connection with this matter during the Monthly Fee Period.

9. The amount of time spent by each of these persons providing services to the Debtor for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are Wilson Sonsini's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Wilson Sonsini for the Fee Period as counsel for the Debtor in these cases is \$35,898.30.

10. Wilson Sonsini believes that the time entries included in Exhibit A attached hereto are in compliance with the requirements of Local Rule 2016-2.

11. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code.

12. This Application covers the monthly fee period from December 1, 2020 through and including December 18, 2020.

**REQUEST FOR FINAL APPROVAL OF FEES AND EXPENSES**

13. The Application also covers the Final Fee Period of July 30, 2020 through and including December 18, 2020. During the Final Fee Period, Wilson Sonsini performed necessary services and incurred out-of-pocket disbursements for the Debtor and its estate. As set forth in prior monthly applications, in accordance with the factors enumerated in 11 U.S.C. § 330, approval of the fees requested for the Final Fee Period is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. In addition, the out-of-pocket disbursements for which reimbursement is sought were actual, reasonable and necessary costs incurred while representing the Debtor.

**STATEMENT OF APPLICANT**

14. The following statements address the questions set forth under section C.5 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases*:

- a) During the Final Fee Period, Wilson Sonsini has applied a 10% discount to its standard hourly rates.
- b) The professionals included in the Application for the Final Fee Period did not vary their hourly rate based on the geographic location of the bankruptcy case.
- c) The Application for the Final Fee Period did not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.

- d) The time period covered by the Application for the Final Fee Period includes time spent by Wilson Sonsini to ensure that the time entries for the Final Fee Period comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of Wilson Sonsini's preparation of each monthly fee application.
- e) The Application does not include any rate increases since retention.

**CONCLUSION**

WHEREFORE, Wilson Sonsini requests that allowance be made to it in the sum of \$35,898.30 as compensation for necessary professional services rendered to the Debtor for the Monthly Fee Period, and \$0 for reimbursement of actual necessary costs and expenses incurred during that Monthly Fee Period, and final allowance be made to it in the sum of \$151,835.85 as compensation for necessary professional services rendered to the Debtor for the Final Fee Period, and \$1,147.05 for reimbursement of actual necessary costs and expenses incurred during that Final Fee Period, and further requests such other and further relief as the Court may deem just and proper.

Dated: February 9, 2021

WILSON SONSINI GOODRICH & ROSATI, P.C.

/s/ Todd G. Glass

Todd G. Glass

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*Special Corporate, Litigation and Regulatory Counsel for  
the Debtor and Debtor in Possession*

**CERTIFICATION**

I, Todd G. Glass, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am a member of the applicant firm, Wilson Sonsini Goodrich & Rosati, P.C.
2. I have personally performed many of the legal services rendered by Wilson Sonsini Goodrich & Rosati, P.C., as counsel to the Debtor and am thoroughly familiar with all other work performed on behalf of the Debtor by the lawyers and paraprofessionals in the firm.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

/s/ Todd G. Glass  
Todd G. Glass